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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 DEC 18 PM 12:29

2002/12/18

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: _____

Ophelia's Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 78⁰⁰ + 60⁰⁰

FROM: _____

SK Services, Inc.
Name (printed or typed)
4290 10th Avenue North #103.
Address
Lake Worth, Fl. 33461
City, State, & Zip
(561) 434-9111
Telephone Number

Note: Please provide the original and one copy of the Articles.

ARTICLES OF INCORPORATION

OPHELIA'S, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 DEC 18 PM 12:29

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be **OPHELIA'S INC.**

ARTICLE II

DURATION

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the State of Florida; said corporation's primary purpose shall be in the field of adult entertainment.

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles is:

Syed Mehdi
9200 W. Atlantic Blvd. # 1417
Coral Springs, Fl. 33071

**ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the street address of the initial registered office of this Corporation is:

Marlene Day
1391 Elmbank Way
Royal Palm Beach, Fl. 33411

**ARTICLE IX
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

**ARTICLE X
AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock, as follows: Fifty (50%) of the stock to be owned by the President, and fifty percent of the stock To be owned by the Vice-President.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is: 1391 Elmbank Way
Royal Palm Beach, Fl. 33411 with the privilege of having branch offices at other places
within or without the State of Florida.

ARTICLE VI
OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold
office for the first year of the corporation's existence or until their successors are elected are:

Syed Mehdi (President) 9200 W. Atlantic Boulevard # 1417, Coral Springs, Fl. 33071
Marlene Day -(Vice-President) 1391 Elmbank Way, Royal Palm Beach, Fl. 33411

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this day of , 2002.



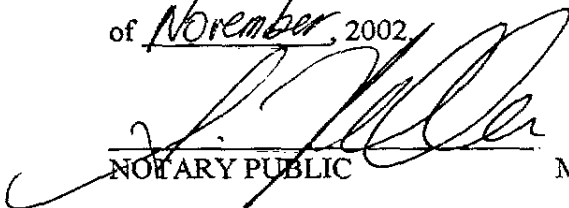
Syed Mehdi

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared SYED MEHDI who after being first duly sworn, deposes and states, that he signed the foregoing Articles of Incorporation for the purposes stated therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 14th day
of November, 2002.



NOTARY PUBLIC

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

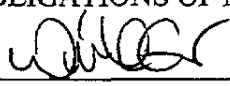
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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **OPHELIA'S, INC.**
2. The name and address of the registered agent and office is:

Marlene Day: 1391 Elmbank Way, Royal Palm Beach, Fl. 33411

I HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



MARLENE DAY / REGISTERED AGENT